

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

Objection Date: April 20, 2010
Hearing Deadline: to be scheduled, if necessary

**THIRTY-EIGHTH MONTHLY FEE APPLICATION OF OGILVY RENAULT LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Name of Applicant:	Ogilvy Renault LLP ("OR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	February 1, 2010 to February 28, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$96,649.00 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$3,072.97

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

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This is a: X monthly interim final application.

The total time expended for preparation of this fee application is approximately three (3) hours and the corresponding estimated compensation requested is approximately \$525.00³. This is OR's monthly application for interim compensation of services for the interim fee period February 1, 2010 to February 28, 2010 (the "Fee Period").

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 ⁵	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72

³ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in OR's subsequent fee applications.

⁴ The "Approved Fees" amount represents 80% of the fees requested by OR.

⁵ This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	Pending	Pending

OR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed ⁶	Compensation
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$760.00	75.70	\$57,532.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$575.00	1.20	\$690.00

⁶ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

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Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed⁶	Compensation
Susan Rothfels	Partner, Year of Call to the Ontario Bar – 1997	\$560.00	1.50	\$840.00
Allison Kuntz	Associate, Year of Call to the Ontario Bar – 2004	\$390.00	87.10	\$33,969.00
Vasuda Sinha	Associate, Year of Call to the Ontario Bar – 2008	\$245.00	8.50	\$2,082.50
Nicholas Saint-Martin	Student-at-law	\$185.00	3.0	\$555.00
Penny Adams	Law Clerk, n/a	\$190.00	1.20	\$228.00
Katie Legree	Law Clerk, n/a	\$175.00	4.30	\$752.50

Total Fees: \$96,649.00

Total Hours: 182.50

Blended Rate: \$529.58

TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0006	Litigation and Litigation Consulting	175.80	\$94,978.50
0008	Fee Applications, Applicant	6.70	\$1,670.50
Total		182.50	\$96,649.00

EXPENSE SUMMARY

Invoice No. 976888 (Litigation and Litigation Consulting – File No. 01016442-0006)

Description	Timekeeper	Amount
Process Server Fee - KAP LITIGATION SERVICES	Allison Kuntz	\$80.00
Travel Expenses	Orestes Pasparakis	\$106.00
Taxis	Orestes Pasparakis	\$10.60

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Description	Timekeeper	Amount
Taxis	Orestes Pasparakis	\$4.24
Hotel Accommodations	Orestes Pasparakis	\$469.62
Airfare	Orestes Pasparakis	\$708.89
Taxis	Orestes Pasparakis	\$57.69
Meals	Orestes Pasparakis	\$53.50
Process Server Fee – KAP LITIGATION SERVICES	Allison Kuntz	\$65.00
Copies	Allison Kuntz	\$148.70
Long Distance Calls	Allison Kuntz	\$0.69
External DB/Quicklaw	Lisa Lefkowitz	\$3.01
Long Distance Calls	Allison Kuntz	\$0.70
Copies	Allison Kuntz	\$3.80
Copies	Allison Kuntz	\$13.40
Long Distance Calls	Karen Ostrom	\$0.70
Copies	Allison Kuntz	\$0.60
Overtime – Secretarial	Allison Kuntz	\$195.00
Meals	Allison Kuntz	\$6.67
Copies	Allison Kuntz	\$12.40
Copies	Allison Kuntz	\$0.80
Long Distance Calls	Allison Kuntz	\$3.36
Long Distance Calls	Allison Kuntz	\$0.41
Copies	Allison Kuntz	\$2.20
Copies	Allison Kuntz	\$294.10
Copies	Allison Kuntz	\$307.20
External DB – Quicklaw	Karen Ostrom	\$0.58
Long Distance Calls	Allison Kuntz	\$0.69
Copies	Allison Kuntz	\$59.10
Copies	Allison Kuntz	\$7.20
Long Distance Calls	Allison Kuntz	\$3.36
Long Distance Calls	Allison Kuntz	\$0.48
Long Distance Calls	Karen Ostrom	\$0.70
External DB – Quicklaw	Allison Kuntz	\$9.90
Long Distance Calls	Allison Kuntz	\$1.41
Long Distance Calls	Karen Ostrom	\$0.66

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Description	Timekeeper	Amount
Long Distance Calls	Karen Ostrom	\$0.96
Courier Service – QA	Orestes Pasparakis	\$4.88
Long Distance Calls	Allison Kuntz	\$2.12
Courier Service – QA	Allison Kuntz	\$41.63
Copies	Allison Kuntz	\$34.00
Courier Service – QA	Orestes Pasparakis	\$18.06
Courier Service – QA	Orestes Pasparakis	\$14.63
Courier Service – QA	Orestes Pasparakis	\$32.63
Copies	Allison Kuntz	\$3.40
Copies	Allison Kuntz	\$0.80
Taxis	Allison Kuntz	\$14.42
Long Distance Calls	Allison Kuntz	\$1.32
Long Distance Calls	Allison Kuntz	\$3.96
Copies	Karen Ostrom	\$0.20
Long Distance Calls	Allison Kuntz	\$7.26
Process Server Fee – KAP LITIGATION SERVICES	Allison Kuntz	\$100.00
Process Server Fee – KAP LITIGATION SERVICES	Allison Kuntz	\$40.00
Process Server Fee – KAP LITIGATION SERVICES	Allison Kuntz	\$40.00
TOTAL		\$2993.63

Invoice No. 979034 (Fee Applications, Applicant – File No. 01016442-0008)

Description	Timekeeper	Amount
Courier Service – FedEx	Derrick Tay	\$30.25
Courier Service – FedEx	Derrick Tay	\$44.49
Copies	Christine James	\$2.30
Copies	Christine James	\$2.30
TOTAL		\$79.34

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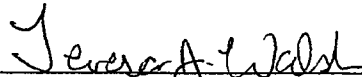
Expense Category	Total Expenses
Courier Service – FedEx	\$74.74
Courier Service – QA	\$111.83
Copies	\$892.50
External DB Search/Quicklaw	\$13.49
Long Distance Call	\$28.78
Process Server Fee	\$325.00
Overtime – Secretarial	\$195.00
Travel Expenses	\$106.00
Hotel Accommodations	\$469.62
Meals	\$60.17
Taxis	\$86.95
Airfare	\$708.89
Total	\$3,072.97

WHEREFORE, OR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$96,649.00 for reasonable and necessary professional services that OR has rendered to the Debtors during the Fee Period (\$77,319.20) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by OR during the Fee Period (\$3,072.97); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

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Dated: March 29, 2010

OGILVY RENAULT LLP



Teresa J. Walsh LSUC#: 385140

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Royal Bank Plaza, South Tower

Toronto, Ontario, Canada M5J 2Z4

Telephone: (416) 216-4080

Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION

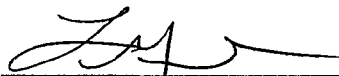
PROVINCE OF ONTARIO :

CITY OF TORONTO :

Teresa J. Walsh, after being duly sworn according to law, deposes and says:

- (a) I am a partner with the law firm of Ogilvy Renault LLP ("OR").
- (b) I am familiar with the legal services rendered by OR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of OR.
- (c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 29 day of March, 2010.



A Commissioner for Taking
Affidavits

L. MIGUEL MENDES



Teresa J. Walsh